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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 23, 2000

RECORDATION NO. 23059 FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

AUG 24 '00 2-47 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Memorandum of Lease Agreement Rider No. 1, dated June 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive Suite 200  
Lake Oswego, Oregon 97035

Lessee: Wisconsin Central, Ltd  
6250 North River Road  
Suite 9000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is:

100 boxcars WC 21300 - WC 21399

Mr. Vernon A. Williams  
August 23, 2000  
Page Two

A short summary of the document to appear in the index follows:

Rider No. 1 to Lease Agreement between Greenbrier Leasing Corporation,  
Lessor, and Wisconsin Central, Ltd., Lessee, covering 100 boxcars WC 21300 -  
WC 21399.

Also enclosed is a check in the amount of \$26.00 payable to the  
order of the Surface Transportation Board covering the required recordation fee  
and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RECORDATION NO. 23059 FILED

AUG 24 '00

2-47 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

WISCONSIN CENTRAL LTD. ("LESSEE")

JUNE 1, 2000

RIDER NO. 1 DATED JUNE 1, 2000

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This Memorandum of a Lease Agreement and Rider No. 1 is made and entered into effective June 1, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Wisconsin Central Ltd. an Illinois corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) 50-foot, Plate C boxcars with single 10-foot plug doors, nailable steel floors, and 15-inch EOCC, marked and numbered WC 21300 through WC 21399, inclusive.
2. The Lease Agreement and Rider No. 1 shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement and Rider No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:  
GREENBRIER LEASING CORPORATION

By: Norriss M. Webb

Name: Norriss M. Webb

Title: Executive Vice President

LESSEE:  
WISCONSIN CENTRAL LTD.

By: J R McCarron

Name: J R McCarron

Title: President & CEO

RECORDATION NO. 23059 FILED

AUG 24 '00

2-47 PM

SURFACE TRANSPORTATION BOARD

STATE OF OREGON

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) ss.

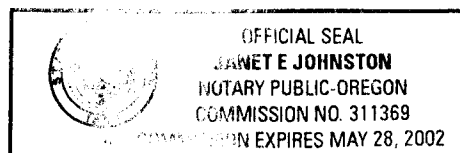
COUNTY OF CLACKAMAS

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On this 21<sup>st</sup> day of August, 2000, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston  
NOTARY PUBLIC

My commission expires: May 28, 2002



STATE OF ILLINOIS

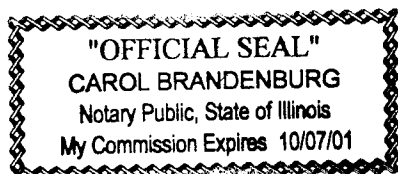
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) ss.

COUNTY OF COOK

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On this 16<sup>th</sup> day of AUGUST, 2000, before me personally appeared J. R. M'CARREN, to me personally known, who being by me duly sworn, says that s/he is the PRESIDENT & CEO of Wisconsin Central Ltd. that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Carol Brandenburg  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_